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Plaintiff and Countercluim Defendant

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Attorneys for Defendant and Counterclaim Plaintiff Orange 21, Inc.

UNITED STATES DISTRICT COURT EASTERN DISTRICT OF NEW YORK

RONALD C. ABRAHALL,

Plaintiff,

ORANGE 21, INC. (NASDAQ: ORNG) (AKA/DBA SPY OPTIC, INC. (SPY))

Defendant.

ORANGE 21, INC.,

٧.

٧.

Counterclaim Plaintiff,

RONALD C. ABRAHALL,

Counterclaim Defendant.

Civil Action No.: CV 06 2913 (NGG) (LB)

STIPULATION OF DISMISSAL OF ALL CLAIMS

It is hereby agreed and stipulated that, in view of the settlement agreement reached between the parties, all claims and counterclaims pending in this proceeding shall be dismissed with prejudice and with each party to bear its own attorneys' fees and costs.

Dated: October 1, 2006

Ronald C. Abrahali

141 13th Avenue

Holtsville, New York 11742

(631) 294-2012

Plaintiff and Counterclaim Defendant (appearing pro se)

Dated: October 25, 2006

STETINA BRUNDA GARRED &

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SO ORDERED:

Dated: OUT 22, LOU'L

/S/

The Honorable Nicholas G. Garoufis United States District Judge